

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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IN RE VEECO INSTRUMENTS INC. :  
SECURITIES LITIGATION : No. 7:05-MD-01695-CM  
:  
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THIS DOCUMENT RELATES TO:  
ALL ACTIONS :  
:  
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**DECLARATION OF ROBERT F. SERIO IN SUPPORT OF DEFENDANTS'  
OPPOSITION TO PLAINTIFF'S MOTION FOR CLASS CERTIFICATION**

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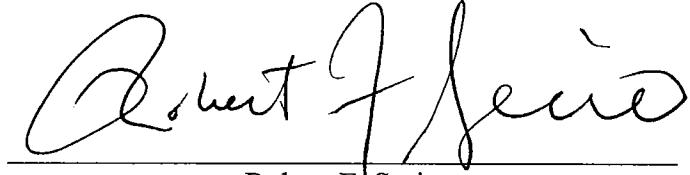
*Attorneys for Defendants Veeco Instruments Inc.,  
Edward H. Braun, John F. Rein, Jr. and John P.  
Kiernan*

December 19, 2005

ROBERT F. SERIO declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner of the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Veeco Instruments Inc., Edward H. Braun, John F. Rein, Jr., and John P. Kiernan in this action.
2. Attached hereto as Exhibit A is a true and correct copy of the transcript of the deposition of Steelworkers Pension Trust, by Richard S. Hoffman, taken on December 8, 2005.
3. Attached hereto as Exhibit B is a true and correct copy of the transcript of the deposition of Fox Asset Management, by William Dodge, taken on December 15, 2005.
4. Attached hereto as Exhibit C is a chart of the closing prices of Veeco Instruments Inc. publicly traded stock for all business days on and between November 3, 2003, and February 10, 2005.

Executed on December 19, 2005.



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Robert F. Serio